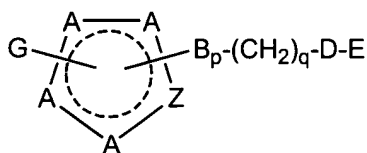


Amendments to the Claims:

This listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims:

1. (Original) A compound having the formula:



or a pharmaceutically acceptable salt, ester, or prodrug thereof,
wherein

A, at each occurrence, independently is carbon, carbonyl, or nitrogen, provided at least one A is carbon;

Z is carbon, nitrogen, oxygen, or sulfur;

B is selected from the group consisting of O, NR², S(O)_r, C=O, C=S, and C=NOR³,

p is 0 or 1;

q, at each occurrence, independently is 0 or 1;

r is 0, 1, or 2;

R², at each occurrence, independently is selected from the group consisting of:

- a) hydrogen, b) S(O)_rR⁴, c) formyl, d) C₁₋₈ alkyl, e) C₂₋₈ alkenyl, f) C₂₋₈ alkynyl, g) C₁₋₈ alkoxy, h) C₁₋₈ alkylthio, i) C₁₋₈ acyl, j) saturated, unsaturated, or aromatic C₃₋₈ carbocycle, and k) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of d) – k) optionally is substituted with one or more moieties selected from the group consisting of carbonyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, F, Cl, Br, I, CN, NO₂, -NR³R³, -OR³, -S(O)_rR⁴, -S(O)_rNR³R³, -C(O)R³, -C(O)OR³, -OC(O)R³, -C(O)NR³R³, and -OC(O)NR³R³;

alternatively, two R^2 groups, taken together with the atom to which they are bonded, form i) 5-8 membered saturated or unsaturated carbocycle, or ii) 5-8 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein i) – ii) optionally is substituted with one or more moieties selected from the group consisting of carbonyl, F, Cl, Br, I, CN, NO₂, -NR³R³, -OR³, -S(O)_rR⁴, -S(O)_rNR³R³, -C(O)R³, -C(O)OR³, -OC(O)R³, -C(O)NR³R³, -OC(O)NR³R³, C₁₋₆ acyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

R³, at each occurrence, independently is selected from the group consisting of:

a) hydrogen, b) C₁₋₈ alkyl, c) C₂₋₈ alkenyl, d) C₂₋₈ alkynyl, e) C₁₋₈ acyl, f) saturated, unsaturated, or aromatic C₃₋₈ carbocycle, and g) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of b) – h) optionally is substituted with one or more moieties selected from the group consisting of carbonyl, F, Cl, Br, I, CN, NO₂, -NR⁶R⁶, -OR⁶, -S(O)_rR⁶, -S(O)_rNR⁶R⁶, -C(O)R⁶, -C(O)OR⁶, -OC(O)R⁶, -C(O)NR⁶R⁶, -OC(O)NR⁶R⁶, C₁₋₆ acyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

alternatively, two R³ groups, taken together with the atom to which they are bonded, form i) a 5-7 membered saturated or unsaturated carbocycle, or ii) a 5-7 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein i) - ii) optionally is substituted with one or more moieties selected from the group consisting of carbonyl, F, Cl, Br, I, CN, NO₂, -NR⁶R⁶, -OR⁶, -S(O)_rR⁶, -S(O)_rNR⁶R⁶, -C(O)R⁶, -C(O)OR⁶, -OC(O)R⁶, -C(O)NR⁶R⁶, -OC(O)NR⁶R⁶, C₁₋₆ acyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

R⁴ is selected from the group consisting of:

a) hydrogen, b) -NR³R³, c) -NR³OR³, d) -NR³NR³R³ e) -NHC(O)R³, f) -C(O)NR³R³, g) -N₃, h) C₁₋₈ alkyl, i) C₂₋₈ alkenyl, j) C₂₋₈ alkynyl, k) saturated,

unsaturated, or aromatic C₃₋₈ carbocycle, and l) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of h) – l) optionally is substituted with one or more moieties selected from the group consisting of carbonyl, F, Cl, Br, I, CN, NO₂, -NR³R³, -OR³, -SR³, -S(O)_rR⁵, -S(O)_rNR³R³, -C(O)R³, -C(O)OR³, -OC(O)R³, -C(O)NR³R³, -OC(O)NR³R³, C₁₋₆ alkyl, C₁₋₆ alkenyl, C₁₋₆ alkynyl, C₁₋₆ acyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

R⁵ is selected from the group consisting of:

a) hydrogen, b) -NR³R³, c) -NR³OR³, d) -NR³NR³R³ e) -NHC(O)R³, f) -C(O)NR³R³, g) -N₃, h) C₁₋₈ alkyl, i) C₂₋₈ alkenyl, j) C₂₋₈ alkynyl, k) saturated, unsaturated, or aromatic C₃₋₈ carbocycle, and l) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of h) – l) optionally is substituted with one or more moieties selected from the group consisting of F, Cl, Br, I, CN, NO₂, -NR³R³, -OR³, -SR³-C(O)R³, -C(O)OR³, -OC(O)R³, -C(O)NR³R³, -OC(O)NR³R³, C₁₋₆ alkyl, C₁₋₆ alkenyl, C₁₋₆ alkynyl, C₁₋₆ acyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

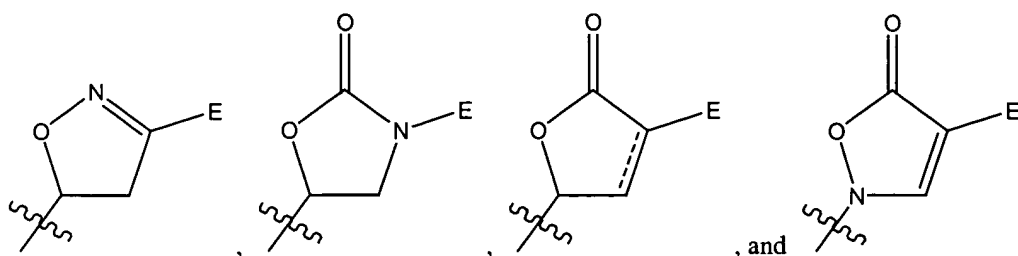
R⁶, at each occurrence, independently is selected from the group consisting of:

hydrogen, C₁₋₆ alkyl, C₁₋₆ alkenyl, C₁₋₆ alkynyl, C₁₋₆ acyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl;

alternatively, two R⁶ groups taken together are -(CH₂)_s-,

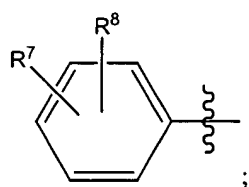
wherein s is 1, 2, 3, 4, or 5;

D-E is selected from the group consisting of:

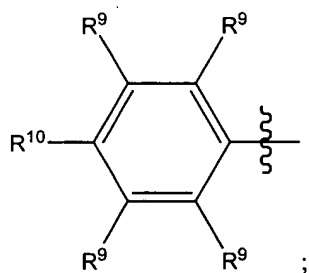


E is selected from the group consisting of:

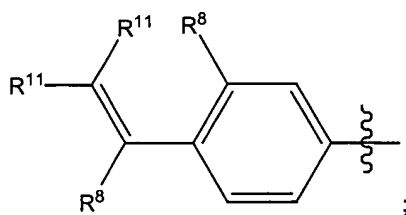
a)



b)



c)



d) 5-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R^{13} groups;

e) C_{5-10} saturated, unsaturated, or aromatic carbocycle, optionally substituted with one or more R^{13} groups;

f) C_{1-8} alkyl,

g) C_{2-8} alkenyl,

h) C_{3-8} alkynyl,

- i) C₁₋₈ alkoxy,
- j) C₁₋₈ alkylthio,
- k) C₁₋₈ acyl,
- l) S(O)_rR⁵; and
- m) hydrogen,

wherein any of f) – k) optionally is substituted with

- i) one or more R¹³ groups;
- ii) 5-6 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R¹³ groups; or
- iii) C₅₋₁₀ saturated, unsaturated, or aromatic carbocycle, optionally substituted with one or more R¹³ groups;

R⁷ is selected from the group consisting of:

- a) hydrogen, b) carbonyl, c) formyl, d) F, e) Cl, f) Br, g) I, h) CN, i) NO₂, j) OR³,
- k) -S(O)_rR⁵, l) -S(O)_iN=R², m) -C(O)R², n) -C(O)OR³, o) -OC(O)R²,
- p) -C(O)NR²R², q) -OC(O)NR²R², r) -C(=NR¹²)R², s) -C(R²)(R²)OR³,
- t) -C(R²)(R²)OC(O)R², u) -C(R²)(OR³)(CH₂)_rNR²R², v) -NR²R², w) -NR²OR³,
- x) -N(R²)C(O)R², y) -N(R²)C(O)OR³, z) -N(R²)C(O)NR²R², aa) -N(R²)S(O)_rR⁵,
- bb) -C(OR⁶)(OR⁶)R², cc) -C(R²)(R³)NR²R², dd) -C(R²)(R³)NR²R¹², ee) =NR¹²,
- ff) -C(S)NR²R², gg) -N(R²)C(S)R², hh) -OC(S)NR²R², ii) -N(R²)C(S)OR³,
- jj) -N(R²)C(S)NR²R², kk) -SC(O)R², ll) C₁₋₈ alkyl, mm) C₂₋₈ alkenyl,
- nn) C₂₋₈ alkynyl, oo) C₁₋₈ alkoxy, pp) C₁₋₈ alkylthio, qq) C₁₋₈ acyl, rr) saturated, unsaturated, or aromatic C₅₋₁₀ carbocycle, and ss) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

wherein any of ll) – ss) optionally is substituted with one or more moieties selected from the group consisting of:

carbonyl; formyl; F; Cl; Br; I; CN; NO₂; OR³; -S(O)_rR⁵; -S(O)_rN=R²,
-C(O)R²; -C(O)OR³; -OC(O)R²; -C(O)NR²R²; -OC(O)NR²R²;
-C(=NR¹⁰)R²; -C(R²)(R²)OR³; -C(R²)(R²)OC(O)R²;
-C(R²)(OR³)(CH₂)_rNR²R²; -NR²R²; -NR²OR³; -NR²C(O)R²;
-NR²C(O)OR³; -NR²C(O)NR²R²; -NR²S(O)_rR⁵; -C(OR⁶)(OR⁶)R²;
-C(R²)(R³)NR²R²; -C(R²)(R³)NR²R¹²; =NR¹²; -C(S)NR²R²; -NR²C(S)R²;
-OC(S)NR²R²; -NR²C(S)OR³; -NR²C(S)NR²R²; -SC(O)R²; C₂₋₅ alkenyl;
C₂₋₅ alkynyl; C₁₋₈ alkoxy; C₁₋₈ alkylthio; C₁₋₈ acyl; saturated, unsaturated,
or aromatic C₅₋₁₀ carbocycle, optionally substituted with one or more R⁸
groups; and saturated, unsaturated, or aromatic 5-10 membered
heterocycle containing one or more heteroatoms selected from the group
consisting of nitrogen, oxygen, and sulfur, and optionally substituted with
one or more R⁸ groups;

R⁸ is selected from the group consisting of:

hydrogen; F; Cl; Br; I; CN; NO₂; OR⁶; aryl; substituted aryl; heteroaryl;
substituted heteroaryl; and C₁₋₆ alkyl, optionally substituted with one or more
moieties selected from the group consisting of aryl, substituted aryl, heteroaryl,
substituted heteroaryl, F, Cl, Br, I, CN, NO₂, and OR⁶;

alternatively, R⁷ and R⁸ taken together are -O(CH₂)_rO-;

R⁹, at each occurrence, independently is selected from the group consisting of:

hydrogen, F, Cl, Br, I, CN, OR³, NO₂, -NR²R², C₁₋₆ alkyl, C₁₋₆ acyl, and
C₁₋₆ alkoxy;

R¹⁰ is selected from the group consisting of:

- a) saturated, unsaturated, or aromatic C₅₋₁₀ carbocycle, b) saturated, unsaturated,
or aromatic 5-10 membered heterocycle containing one or more heteroatoms
selected from the group consisting of nitrogen, oxygen, and sulfur,
- c) -X-C₁₋₆ alkyl-saturated, unsaturated, or aromatic 5-10 membered heterocycle
containing one or more heteroatoms selected from the group consisting of
nitrogen, oxygen, and sulfur, d) saturated, unsaturated, or aromatic 10-membered

bicyclic ring system optionally containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, e) saturated, unsaturated, or aromatic 13-membered tricyclic ring system optionally containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and f) R^9 ,

wherein

any of a) - e) optionally is substituted with one or more R^{13} groups, and X is O or NR^3 ;

alternatively, R^{10} and one R^9 group, taken together with the atoms to which they are bonded, form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with one or more R^{13} groups; or a 5-7 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R^{13} groups;

R^{11} at each occurrence, independently is selected from the group consisting of:

hydrogen; an electron-withdrawing group; aryl; substituted aryl; heteroaryl; substituted heteroaryl; and C_{1-6} alkyl, optionally substituted with F, Cl, or Br;

alternatively, any R^{11} and R^8 , taken together with the atoms to which they are bonded, form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with one or more R^{13} groups; or a 5-7 membered saturated or unsaturated heterocycle containing one or more atoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with one or more R^{13} groups;

R^{12} is selected from the group consisting of:

$-NR^2R^2$, $-OR^3$, $-OC(O)R^2$, $-OC(O)OR^3$, $-NR^2C(O)R^2$, $-NR^2C(O)NR^2R^2$, $-NR^2C(S)NR^2R^2$, and $-NR^2C(=NR^2)NR^2R^2$;

R^{13} , at each occurrence, independently is selected from the group consisting of:

a) hydrogen, b) carbonyl, c) formyl d) F, e) Cl, f) Br, g) I, h) CN, i) NO_2 , j) OR^3 , k) $-S(O)_rR^5$, l) $-S(O)_rN=R^3$, m) $-C(O)R^2$, n) $-C(O)OR^3$, o) $-OC(O)R^2$, p) $-C(O)NR^2R^2$, q) $-OC(O)NR^2R^2$, r) $-C(=NR^{12})R^2$, s) $-C(R^2)(R^2)OR^3$, t) $-C(R^2)(R^2)OC(O)R^2$, u) $-C(R^2)(OR^3)(CH_2)_rNR^2R^2$, v) $-NR^2R^2$, w) $-NR^2OR^3$,

x) $-N(R^2)C(O)R^2$, y) $-N(R^2)C(O)OR^3$, z) $-N(R^2)C(O)NR^2R^2$, aa) $-N(R^2)S(O)_rR^5$,
bb) $-C(OR^6)(OR^6)R^2$, cc) $-C(R^2)(R^3)NR^2R^2$, dd) $-C(R^2)(R^3)NR^2R^{12}$, ee) $=NR^{12}$,
ff) $-C(S)NR^2R^2$, gg) $-N(R^2)C(S)R^2$, hh) $-OC(S)NR^2R^2$, ii) $-N(R^2)C(S)OR^3$,
jj) $-N(R^2)C(S)NR^2R^2$, kk) $-SC(O)R^2$, ll) C_{1-8} alkyl, mm) C_{2-8} alkenyl,
nn) C_{2-8} alkynyl, oo) C_{1-8} alkoxy, pp) C_{1-8} alkylthio, qq) C_{1-8} acyl, rr) saturated,
unsaturated, or aromatic C_{5-10} carbocycle, ss) saturated, unsaturated, or aromatic
5-10 membered heterocycle containing one or more heteroatoms selected from the
group consisting of nitrogen, oxygen, and sulfur, tt) saturated, unsaturated, or
aromatic 10-membered bicyclic ring system optionally containing one or more
heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,
and uu) saturated, unsaturated, or aromatic 13-membered tricyclic ring system
optionally containing one or more heteroatoms selected from the group consisting
of nitrogen, oxygen, and sulfur,

wherein any of ll) – uu) optionally is substituted with one or more moieties
selected from the group consisting of:

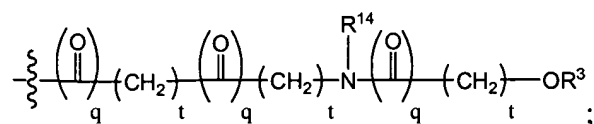
carbonyl; formyl; F; Cl; Br; I; CN; NO_2 ; OR^3 ; $-S(O)_rR^5$;
 $-S(O)_rN=R^2$, $-C(O)R^2$; $-C(O)OR^3$; $-OC(O)R^2$; $-C(O)NR^2R^2$;
 $-OC(O)NR^2R^2$; $-C(=NR^{12})R^2$; $-C(R^2)(R^2)OR^3$;
 $-C(R^2)(R^2)OC(O)R^2$; $-C(R^2)(OR^3)(CH_2)_rNR^2R^2$; $-NR^2R^2$;
 $-NR^2OR^3$; $-NR^2C(O)R^2$; $-NR^2C(O)OR^3$; $-NR^2C(O)NR^2R^2$;
 $-NR^2S(O)_rR^5$; $-C(OR^6)(OR^6)R^2$; $-C(R^2)(R^3)NR^2R^2$;
 $-C(R^2)(R^3)NR^2R^{12}$; $=NR^{12}$; $-C(S)NR^2R^2$; $-NR^2C(S)R^2$;
 $-OC(S)NR^2R^2$; $-NR^2C(S)OR^3$; $-NR^2C(S)NR^2R^2$; $-SC(O)R^2$;
 C_{1-8} alkyl, C_{2-8} alkenyl; C_{2-8} alkynyl; C_{1-8} alkoxy; C_{1-8} alkylthio;
 C_{1-8} acyl; saturated, unsaturated, or aromatic C_{3-10} carbocycle
optionally substituted with one or more R^7 groups; and saturated,
unsaturated, or aromatic 3-10 membered heterocycle containing
one or more heteroatoms selected from the group consisting of

nitrogen, oxygen, and sulfur, and substituted with one or more R⁷ groups;

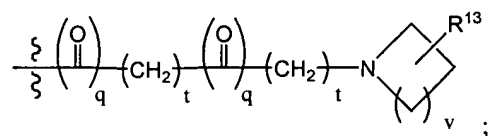
G is selected from the group consisting of:

- a) C₁₋₄ alkyl, b) C₅₋₈ alkyl, c) C₂₋₈ alkenyl, d) C₂₋₈ alkynyl, e) C₁₋₈ alkoxy, f) C₁₋₈ alkylthio, g) C₁₋₈ acyl, h) saturated, unsaturated, or aromatic C₅₋₁₀ carbocycle, i) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,

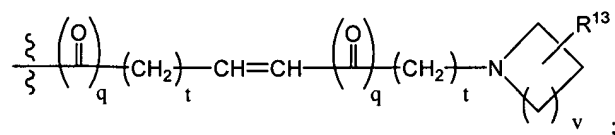
j)



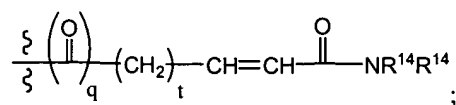
k)



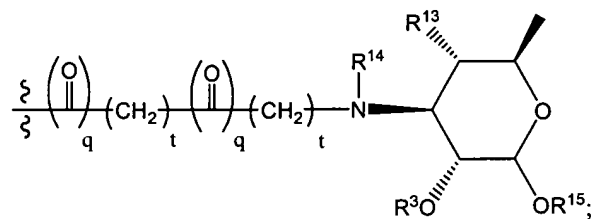
l)



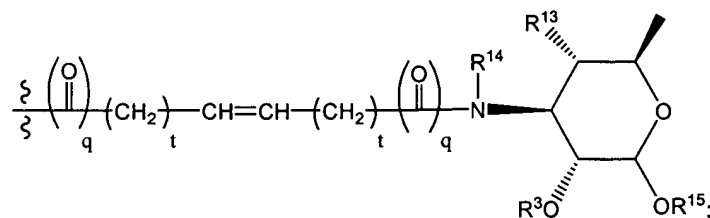
m)



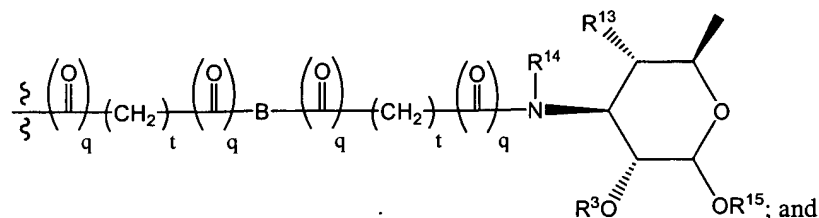
n)



o)



p)



q) $-(CH_2)_t-NR^2-(CH_2)_t-C(R^3)(R^3)OR^3$;

wherein

i) a) is substituted with, and

ii) any of b) – i) optionally is substituted with one or more moieties selected from the group consisting of:

carbonyl; formyl; F; Cl; Br; I; CN; NO₂; OR³; -S(O)_rR⁵;
-S(O)_rN=R², -C(O)R²; -C(O)OR³; -OC(O)R²; -C(O)NR²R²;
-OC(O)NR²R²; -C(=NR¹²)R²; -C(R²)(R²)OR³;
-C(R²)(R²)OC(O)R²; -C(R²)(OR³)(CH₂)_rNR²R²; -NR²R²;
-NR²OR³; -NR²C(O)R²; -NR²C(O)OR³; -NR²C(O)NR²R²;
-NR²S(O)_rR⁵; -C(OR⁶)(OR⁶)R²; -C(R²)(R³)NR²R²;
-C(R²)(R³)NR²R¹²; =NR¹²; -C(S)NR²R²; -NR²C(S)R²;
-OC(S)NR²R²; -NR²C(S)OR³; -NR²C(S)NR²R²; -SC(O)R²;
C₂₋₅ alkenyl; C₂₋₅ alkynyl; C₁₋₈ alkoxy; C₁₋₈ alkylthio; C₁₋₈ acyl;
saturated, unsaturated, or aromatic C₅₋₁₀ carbocycle, optionally
substituted with one or more R¹³ groups; and saturated,
unsaturated, or aromatic 5-10 membered heterocycle containing
one or more heteroatoms selected from the group consisting of

nitrogen, oxygen, and sulfur, and optionally substituted with one or more R^{13} groups;

t, at each occurrence, independently is 0, 1, 2, or 3;

v is 0, 1, 2, 3, 4, 5, or 6;

R^{14} is selected from the group consisting of:

- a) hydrogen, b) C_{1-6} -alkyl, c) C_{2-6} alkenyl, d) C_{2-6} alkynyl, e) $-C(O)-R^3$,
- f) $-C(O)-C_{1-6}$ alkyl- R^3 , g) $-C(O)-C_{2-6}$ alkenyl- R^3 , h) $-C(O)-C_{2-6}$ alkynyl- R^3 ,
- i) $-C_{1-6}$ alkyl-J- R^3 , j) $-C_{2-6}$ alkenyl-J- R^3 ; and k) $-C_{2-6}$ alkynyl-J- R^3 ;

wherein

- (i) any of b) – d) optionally is substituted with one or more substituents selected from the group consisting of:

F, Cl, Br, I, aryl, substituted aryl, heteroaryl, substituted heteroaryl, $-OR^3$, $-O-C_{1-6}$ alkyl- R^2 , $-O-C_{2-6}$ alkenyl- R^2 , $-O-C_{2-6}$ alkynyl- R^2 , and $-NR^2R^2$; and

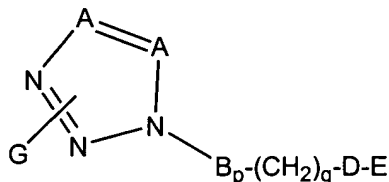
- (ii) J is selected from the group consisting of:

$-OC(O)-$, $-OC(O)O-$, $-OC(O)NR^2-$, $-C(O)NR^2-$, $-NR^2C(O)-$, $-NR^2C(O)O-$, $-NR^2C(O)NR^2-$, $-NR^2C(NH)NR^2-$, and $S(O)_r$; and

R^{15} is selected from the group consisting of:

hydrogen; C_{1-10} alkyl, optionally substituted with one or more R^{13} groups;
 C_{1-6} acyl, optionally substituted with one or more R^{13} groups; aryl; substituted aryl; heteroaryl; substituted heteroaryl; arylalkyl; substituted arylalkyl; and a macrolide.

2. (Original) The compound according to claim 1, having the formula:



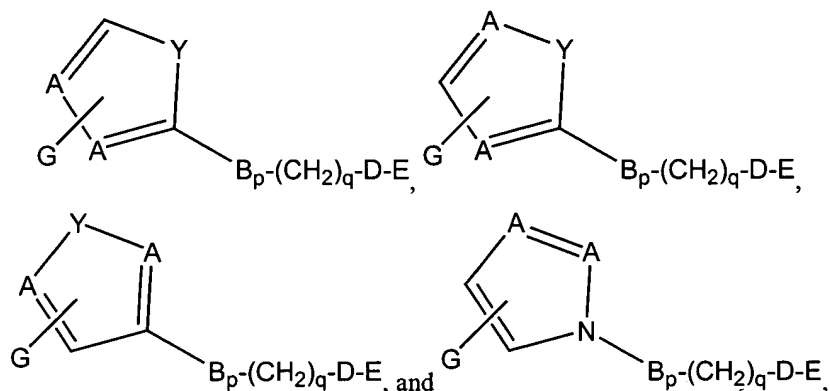
wherein

A, at each occurrence, independently is carbon or nitrogen, provided at least one

A is carbon, and

p, q, B, D, E, and G are as defined in claim 1.

3. (Original) The compound according to claim 1, having the formula selected from the group consisting of:



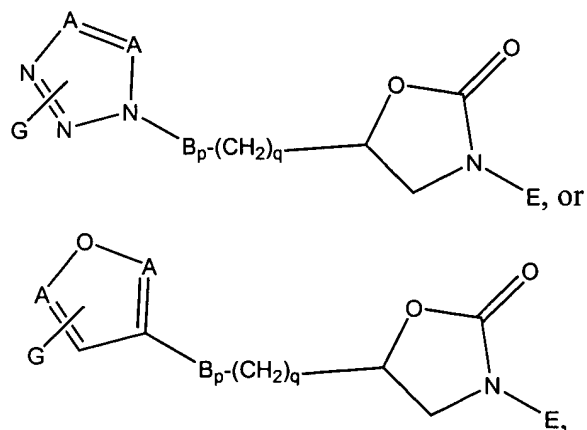
wherein

Y is oxygen or sulfur,

A, at each occurrence, independently is carbon or nitrogen, and

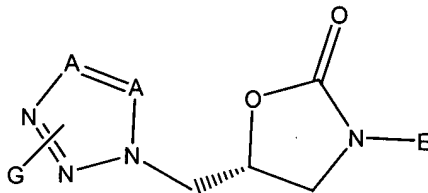
p, q, B, D, E, and G are as defined in claim 1.

4. (Original) The compound according to claim 1, having the formula:



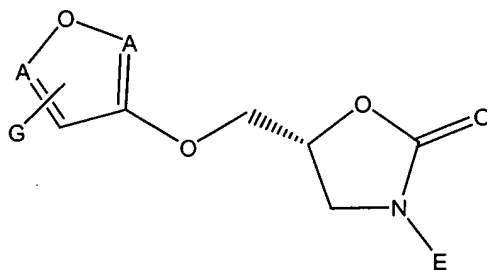
wherein p, q, A, B, E, and G are as defined in claim 1.

5. (Original) The compound according to claim 4, having the formula:



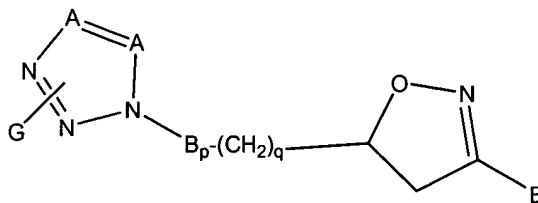
wherein A, E, and G are as defined in claim 1.

6. (Original) The compound according to claim 4, having the formula:

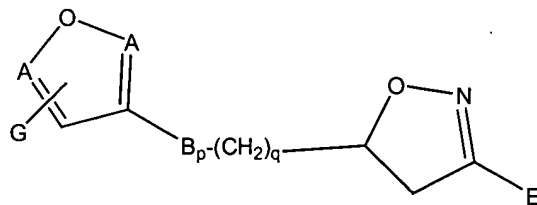


wherein A, E, and G are as defined in claim 1.

7. (Original) The compound according to claim 1, having the formula:

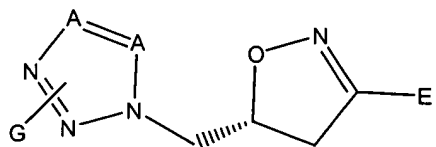


or



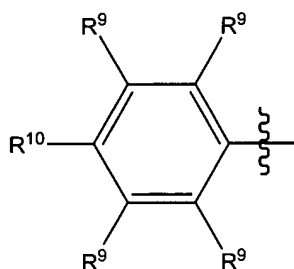
wherein p, q, A, E, and G are as defined in claim 1.

8. (Original) The compound according to claim 7, having the formula:



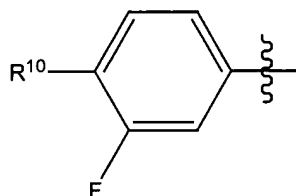
wherein A, E, and G are as defined in claim 1.

9. (Original) The compound according to claim 1, wherein E has the formula:



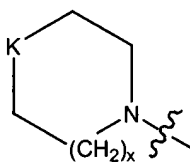
wherein R^9 and R^{10} , at each occurrence, are as defined in claim 1.

10. (Original) The compound according to claim 1, wherein E has the formula:



wherein R^{10} is as defined in claim 1.

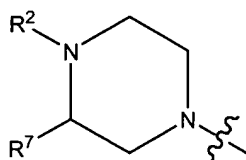
11. (Original) The compound according to claim 9, wherein R^{10} has the formula:



wherein

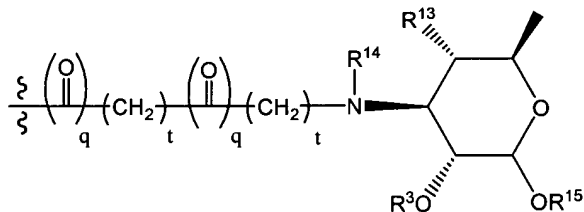
K is selected from the group consisting of O, NR^2 , and $S(O)_r$, and
 x is 0, 1, 2, or 3.

12. (Original) The compound according to claim 11, wherein K is oxygen.
13. (Original) The compound according to claim 11, wherein t is 1.
14. (Original) The compound according to claim 9, wherein R¹⁰ is -C(O)CH₃.
15. (Original) The compound according to claim 9, wherein R¹⁰ has the formula:



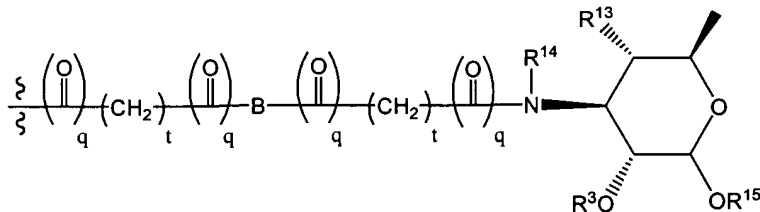
wherein R² and R⁷ are as defined in claim 1.

16. (Original) The compound according to claim 15, wherein R² is -C(O)-CH₂-OH.
17. (Original) The compound according to claim 15, wherein R⁷ is hydrogen.
18. (Original) The compound according to claim 1, wherein G has the formula:



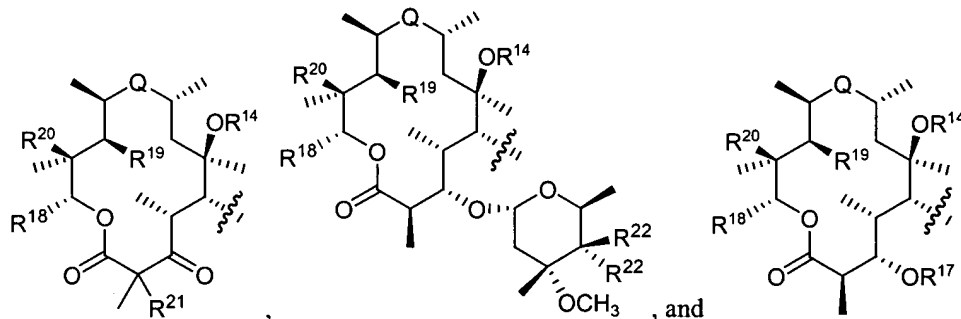
and R¹⁵ is a macrolide.

19. (Original) The compound according to claim 1, wherein G has the formula:



and R¹⁵ is a macrolide.

20. (Original) The compound according to claim 1, wherein R^{15} is selected from the group consisting of:



and pharmaceutically acceptable salts, esters and prodrugs thereof, wherein

R^{17} is selected from the group consisting of:

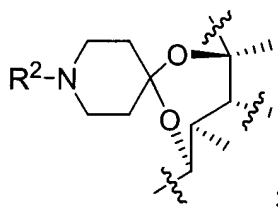
hydrogen, hydroxy protecting group, R^3 , and $-V-W-R^{13}$,

wherein

V is $-C(O)$, $-C(O)O-$, $-C(O)NR^2-$, or absent, and

W is C_{1-6} alkyl, or absent;

alternatively R^{17} and R^{14} , taken together with the atoms to which they are bonded, form:



Q is selected from the group consisting of:

$-NR^2CH_2-$, $-CH_2-NR^2-$, $-C(O)-$, $-C(=NR^2)-$, $-C(=NOR^3)-$, $-C(=N-NR^2R^2)-$,
 $-CH(OR^3)-$, and $-CH(NR^2R^2)-$;

R^{18} is selected from the group consisting of:

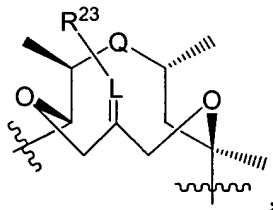
i) C_{1-6} alkyl, ii) C_{2-6} alkenyl, and iii) C_{2-6} alkynyl;

wherein any of i) – iii) optionally is substituted with one or more moieties
selected from the group consisting of $-OR^3$, aryl, substituted aryl,
heteroaryl, and substituted heteroaryl;

R^{19} is selected from the group consisting of:

- a) $-\text{OR}^{17}$, b) C_{1-6} alkyl, c) C_{2-6} alkenyl, d) C_{2-6} alkynyl, e) $-\text{NR}^2\text{R}^2$, f) $-\text{C}(\text{O})\text{R}^3$,
 g) $-\text{C}(\text{O})-\text{C}_{1-6}$ alkyl- R^{13} , h) $-\text{C}(\text{O})-\text{C}_{2-6}$ alkenyl- R^{13} , and i) $-\text{C}(\text{O})-\text{C}_{2-6}$ alkynyl- R^{13} ,
 wherein any of b) - d) optionally is substituted with one or more R^{13}
 groups;

alternatively, R^{14} and R^{19} , taken together with the atoms to which they are bonded, form:



wherein

L is CH or N , and

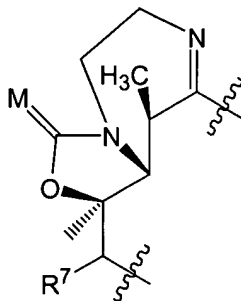
R^{23} is $-\text{OR}^3$, or R^3 ;

R^{20} is $-\text{OR}^{17}$;

alternatively, R^{19} and R^{20} , taken together with the atoms to which they are bonded, form a 5-membered ring by attachment to each other through a linker selected from the group consisting of:

$-\text{OC}(\text{R}^2)(\text{R}^2)\text{O}-$, $-\text{OC}(\text{O})\text{O}-$, $-\text{OC}(\text{O})\text{NR}^2-$, $-\text{NR}^2\text{C}(\text{O})\text{O}-$, $-\text{OC}(\text{O})\text{NOR}^3-$,
 $-\text{N}(\text{OR}^3)\text{C}(\text{O})\text{O}-$, $-\text{OC}(\text{O})\text{N}-\text{NR}^2\text{R}^2-$, $-\text{N}(\text{NR}^2\text{R}^2)\text{C}(\text{O})\text{O}-$, $-\text{OC}(\text{O})\text{CHR}^2-$, $-\text{CHR}^2\text{C}(\text{O})\text{O}-$,
 $-\text{OC}(\text{S})\text{O}-$, $-\text{OC}(\text{S})\text{NR}^2-$, $-\text{NR}^2\text{C}(\text{S})\text{O}-$, $-\text{OC}(\text{S})\text{NOR}^3-$, $-\text{N}(\text{OR}^3)\text{C}(\text{S})\text{O}-$,
 $-\text{OC}(\text{S})\text{N}-\text{NR}^2\text{R}^2-$, $-\text{N}(\text{NR}^2\text{R}^2)\text{C}(\text{S})\text{O}-$, $-\text{OC}(\text{S})\text{CHR}^2-$, and $-\text{CHR}^2\text{C}(\text{S})\text{O}-$;

alternatively, Q , R^{19} , and R^{20} , taken together with the atoms to which they are bonded, form:



wherein

M is O or NR²;

R²¹ is selected from the group consisting of:

hydrogen, F, Cl, Br, and C₁₋₆ alkyl;

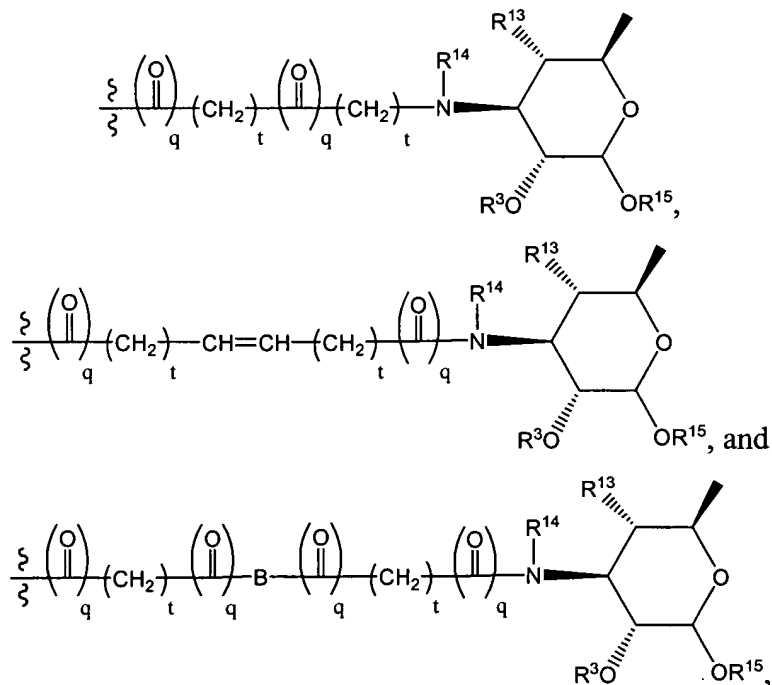
R²², at each occurrence, independently is selected from the group consisting of:

hydrogen, -OR³, -O-hydroxy protecting group, -O-C₁₋₆ alkyl-J-R¹³,
-O-C₂₋₆ alkenyl-J-R¹³, -O-C₁₋₆ alkynyl-J-R¹³, and -NR²R²;

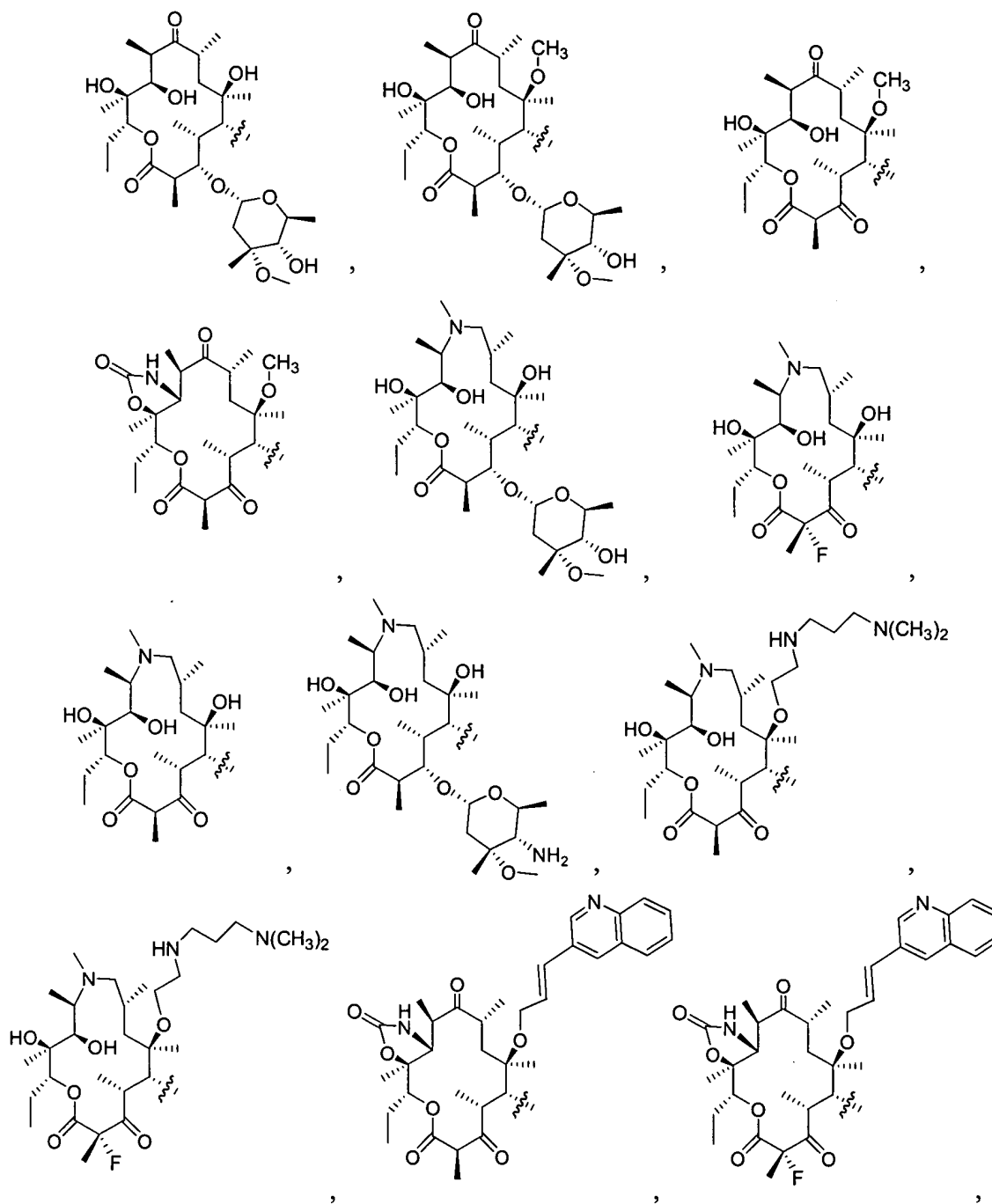
alternatively, two R²² groups taken together are =O, =N-OR³, or =N-NR²R²; and

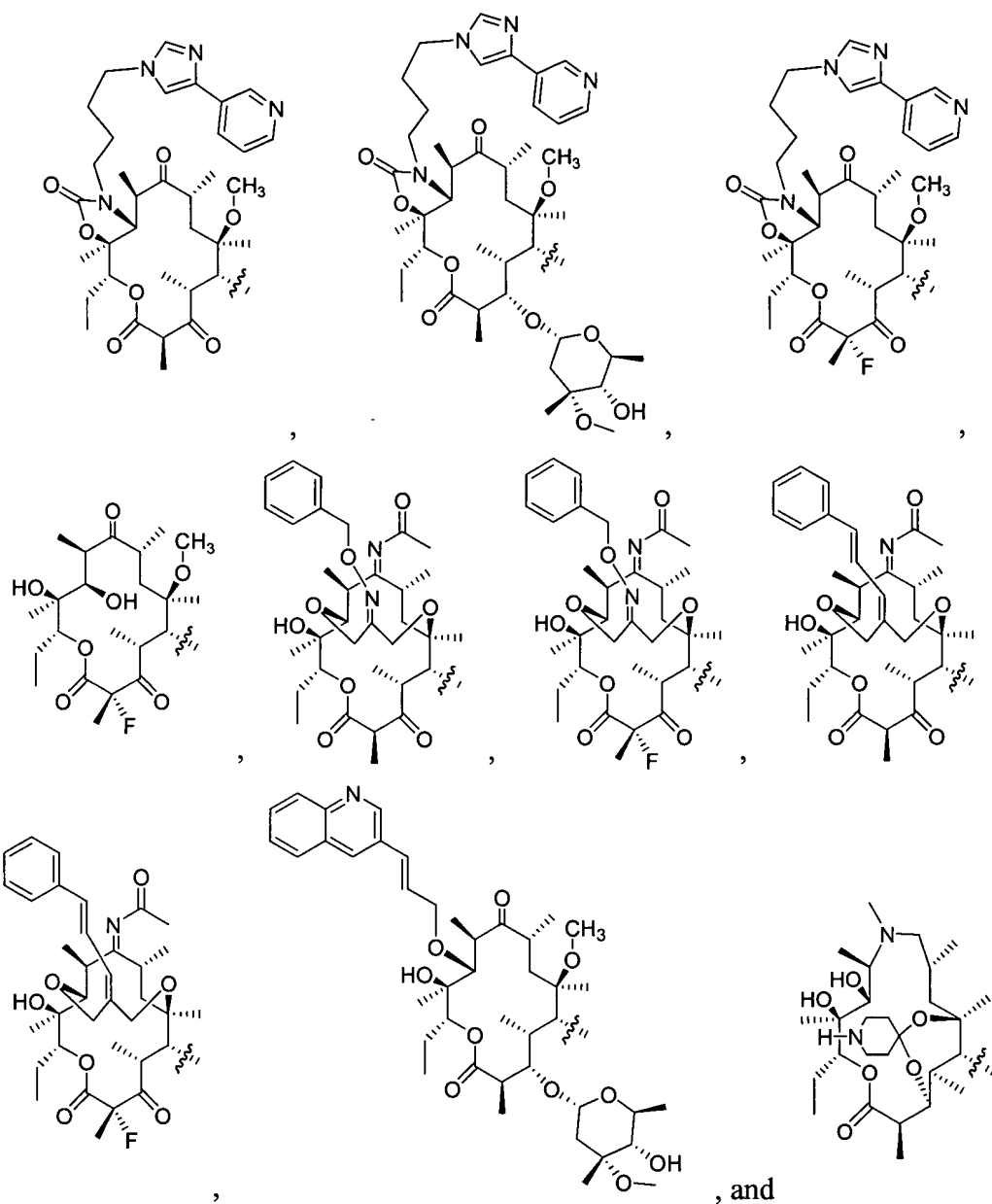
R², R³, R¹³, R¹⁴, and J are as described in claim 1.

21. (Original) The compound according to claim 1, wherein G has the formula selected from the group consisting of:

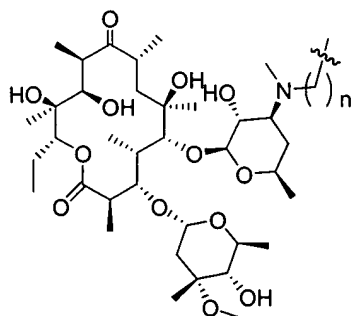


and R¹⁵ has the formula selected from the group consisting of:



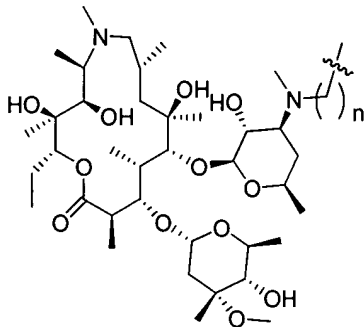


22. (Original) The compound according to claim 1, wherein G has the formula:



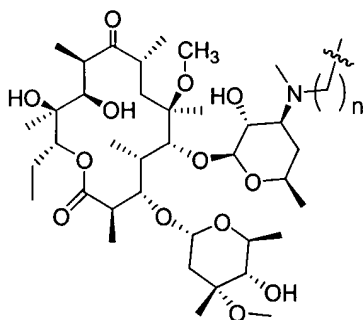
wherein $n = 1, 2, 3,$ or 4 .

23. (Original) The compound according to claim 1, wherein G has the formula:



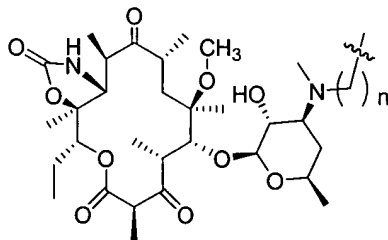
wherein $n = 1, 2, 3,$ or 4 .

24. (Original) The compound according to claim 1, wherein G has the formula:



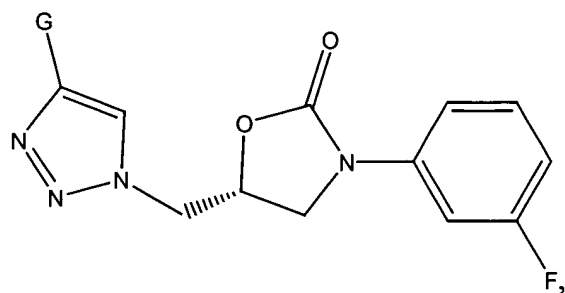
wherein $n = 1, 2, 3,$ or 4 .

25. (Original) The compound according to claim 1, wherein G has the formula:



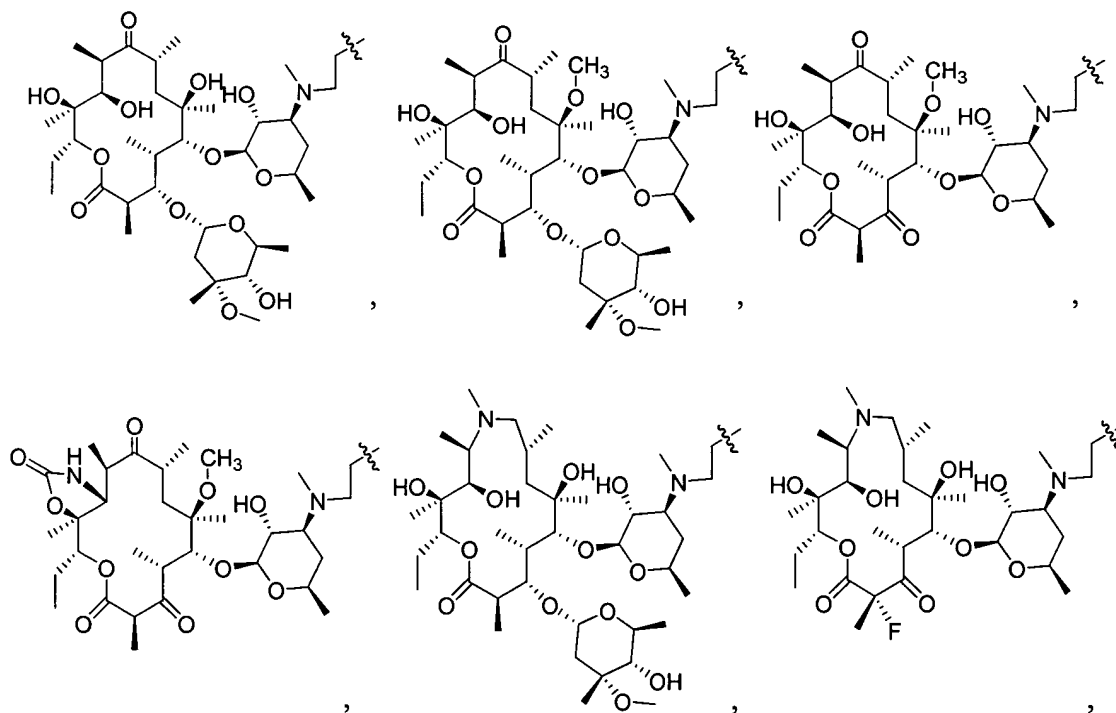
wherein $n = 1, 2, 3,$ or 4 .

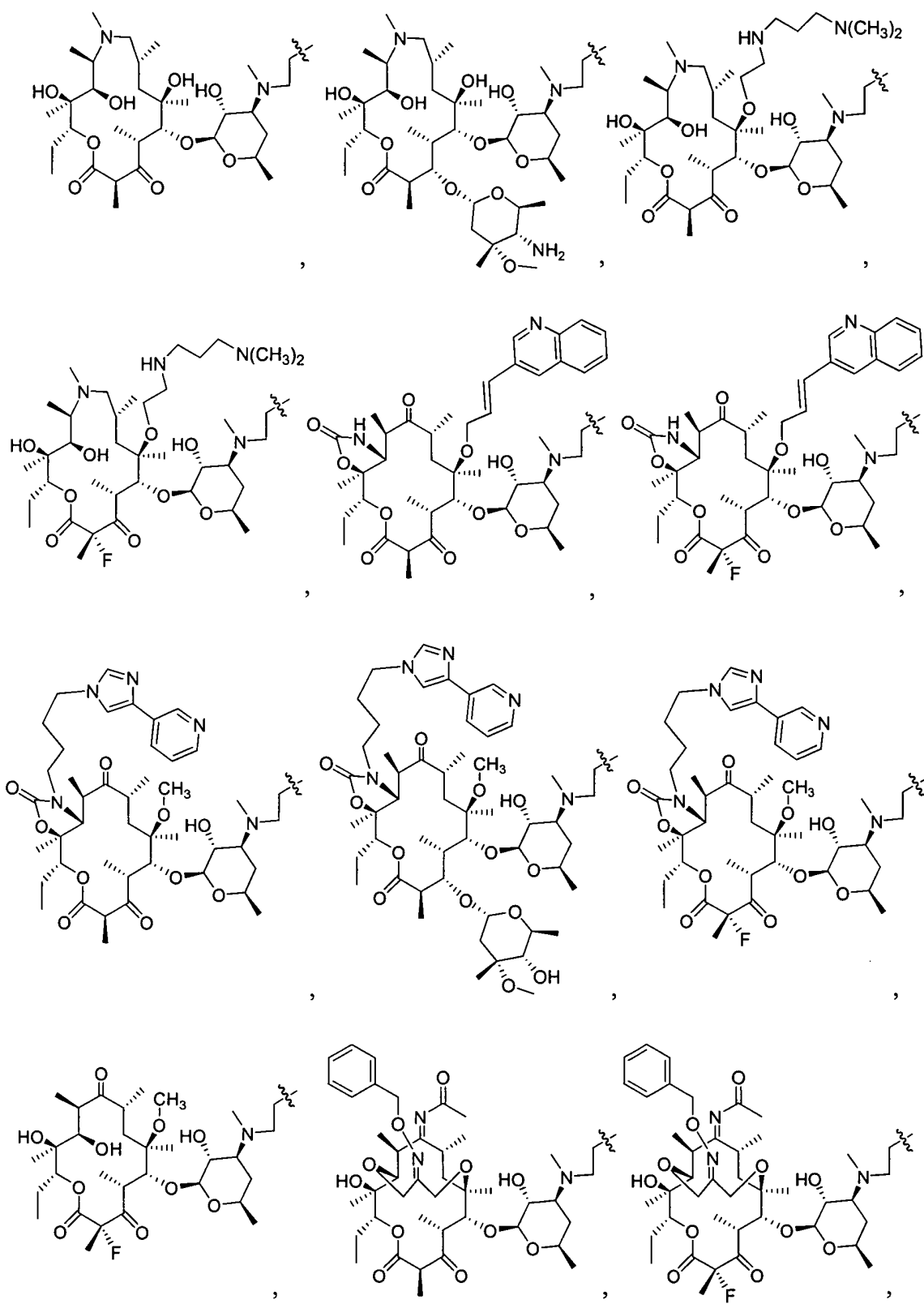
26. (Original) The compound according to claim 1, having the formula:

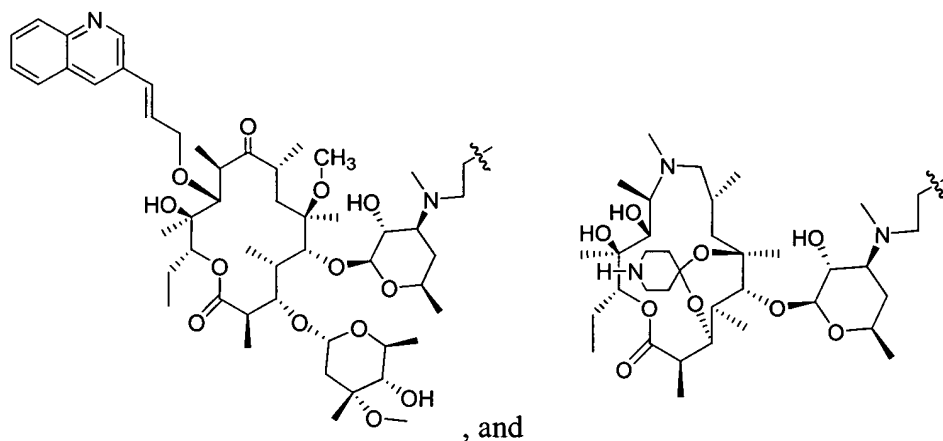
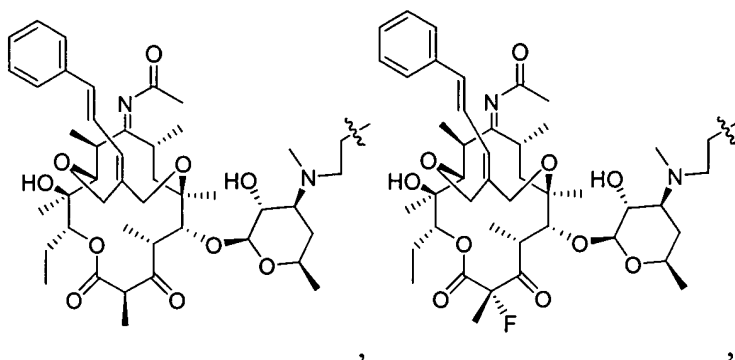


wherein G is as described in claim 1.

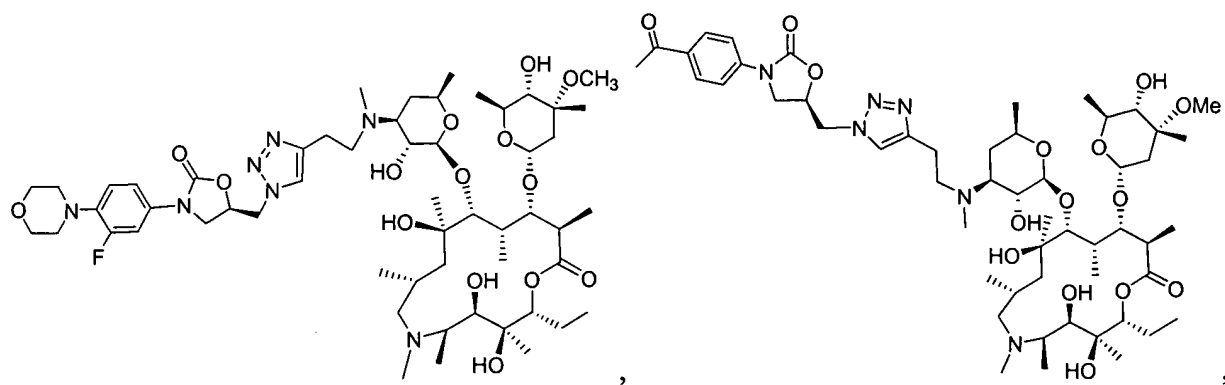
27. (Original) The compound according to claim 26, wherein G has the formula selected from the group consisting of:

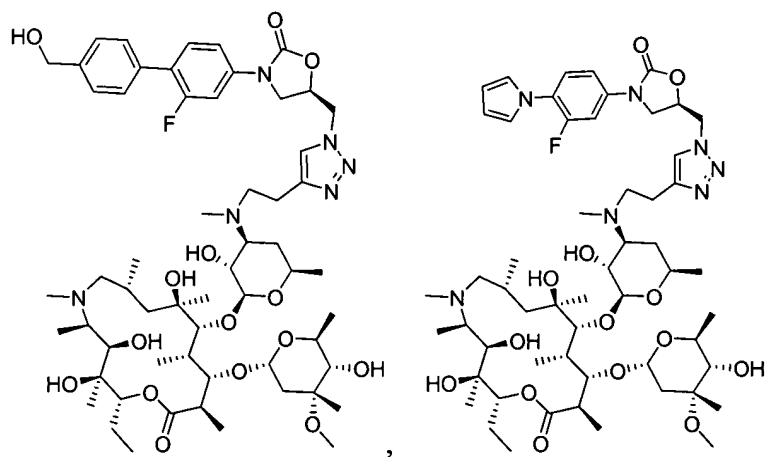
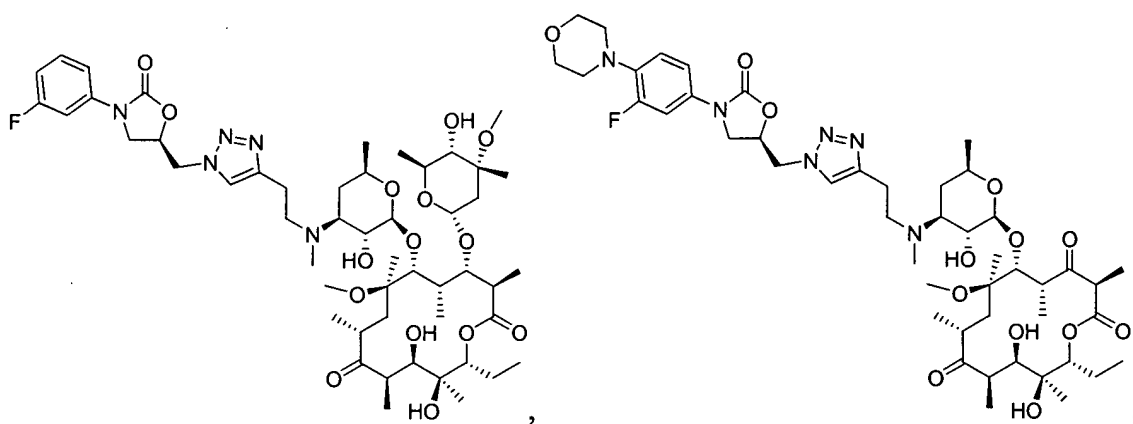
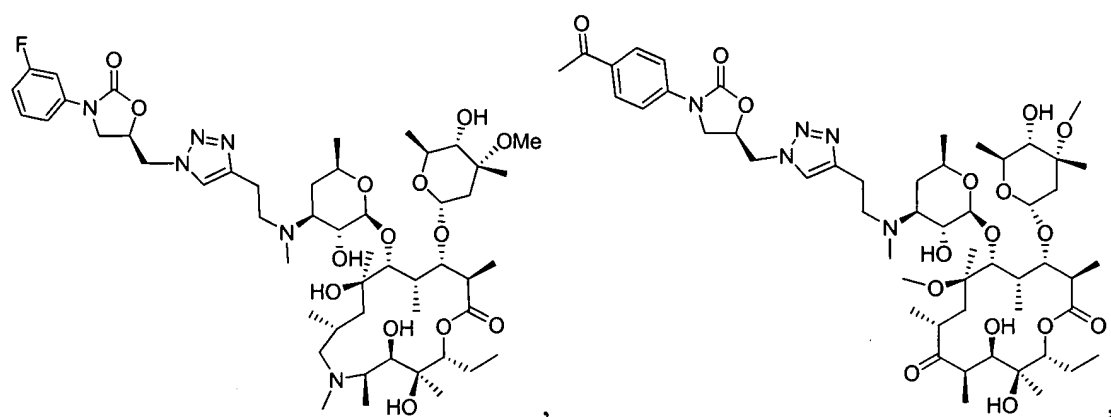


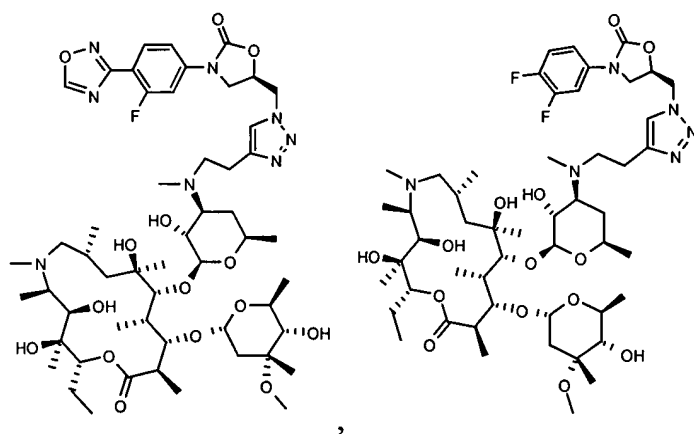
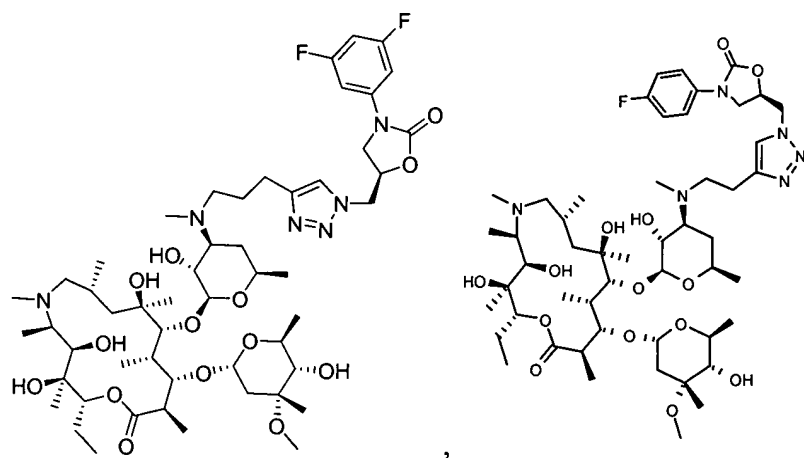
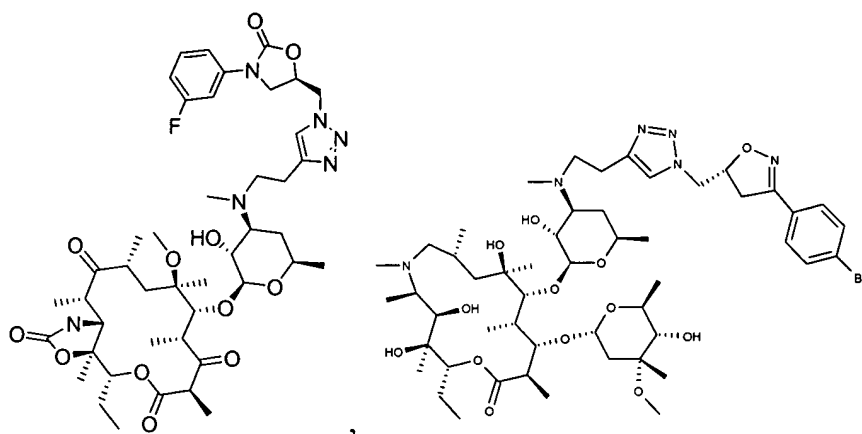


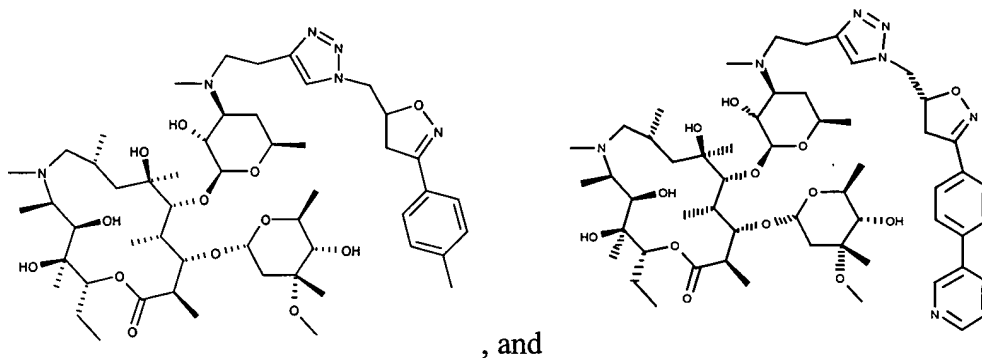


28. (Original) A compound having the formula selected from the group consisting of:









or a pharmaceutically acceptable salt, ester, or prodrug thereof.

29. (Original) A compound having the structure corresponding to any of the structures listed in Table 1, or a pharmaceutically acceptable salt, ester, or prodrug thereof.

30. (Original) A compound having the structure corresponding to any of the structures listed in Table 2, or a pharmaceutically acceptable salt, ester, or prodrug thereof.

31. (Currently amended) A pharmaceutical composition comprising a one or more compounds according to ~~any one of claim~~[[s]] 1[[-30]] and a pharmaceutically acceptable carrier.

32. (Currently amended) A method of treating a microbial infection in a mammal comprising administering to the mammal an effective amount of a one or more compounds according to ~~any one of claim~~[[s]] 1[[-30]].

33. (Currently amended) A method of treating a fungal infection in a mammal comprising administering to the mammal an effective amount of a one or more compounds according to ~~any one of claim~~[[s]] 1[[-30]].

34. (Currently amended) A method of treating a parasitic disease in a mammal comprising administering to the mammal an effective amount of a one or more compounds according to ~~any one of claim~~[[s]] 1[[-30]].

35. (Currently amended) A method of treating a proliferative disease in a mammal comprising administering to the mammal an effective amount of a-one or more compounds according to ~~any one of claim~~[[s]] 1[[-30]].
36. (Currently amended) A method of treating a viral infection in a mammal comprising administering to the mammal an effective amount of a-one or more compounds according to ~~any one of claim~~[[s]] 1[[-30]].
37. (Currently amended) A method of treating an inflammatory disease in a mammal comprising administering to the mammal an effective amount of a-one or more compounds according to ~~any one of claim~~[[s]] 1[[-30]].
38. (Currently amended) A method of treating a gastrointestinal motility disorder in a mammal comprising administering to the mammal an effective amount of a-one or more compounds according to ~~any one of claim~~[[s]] 1[[-30]].
39. (Original) The method according to any one of claims 32-38 wherein the compound is administered orally, parentally, or topically.
40. (Currently amended) A method of synthesizing a compound according to ~~any of claim~~[[s]] 1[[-30]].
41. (Currently amended) A medical device containing a-one or more compounds according to ~~any one of claim~~[[s]] 1[[-30]].
42. (Original) The medical device according to claim 41, wherein the device is a stent.